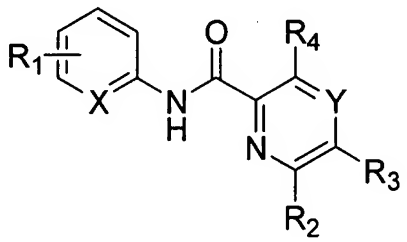
AMENDMENTS TO THE CLAIMS

Please cancel Claims 1-19 without prejudice and insert therefore new Claims 20-34. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-19 (canceled)

20. (New) A compound of the Formula (I):



wherein:

X is –N-, or -C-;

Y is –N–;

R_1 is selected from:

1) hydrogen,
2) C_{1-10}alkyl,
3) C_{2-10}alkenyl,
4) C_{2-10}alkynyl
5) C_{3-10}cycloalkyl,
6) heterocyclyl,
7) aryl,
8) heteroaryl,
9) $-NR^dR^e$,
10) $-CO_2R^d$,
11) $-OR^d$,
12) –CN, and

13) halogen,

where alkyl, alkenyl, alkynyl, cycloalkyl and heterocyclyl are optionally substituted with 1, 2, 3 or 4 substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R_2 is selected from:

1) hydrogen,
2) C_{1-10}alkyl,
3) C_{2-10}alkenyl,
4) C_{2-10}alkynyl,
5) C_{3-10}cycloalkyl,
6) heterocyclyl,
7) aryl,
8) –CN,
9) halogen,
10) $-OR^d$, and
11) heteroaryl,

where alkyl, alkenyl and alkynyl, cycloalkyl and heterocyclyl, aryl, and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 five substituents independently selected from R^b;

R_3 is selected from:

1) aryl,
2) $-NR^dR^e$,
3) halogen,
4) C_{1-10}alkyl,
5) $-OR^d$,
6) hydrogen, and
7) $-SR^d$,

where alkyl are optionally substituted with 1, 2, 3, 4 or 5 substituents selected from R^a;

R_4 is selected from:

1) aryl,
2) heteroaryl,
3) $-NR^dR^e$,
4) halogen,

5) $-OR^d$,
6) hydrogen, and
7) SR^d;

where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R^a is selected from:

1) hydrogen,
2) $-OR^d$,
3) $-NO_2$,
4) halogen,
5) $-S(O)_mR^d$,
6) $-SR^d$,
7) $-S(O)_mNR^dR^e$,
8) $-NR^dR^e$,
9) $-C(O)R^d$,
10) $-CO_2R^d$,
11) $-OC(O)R^d$,
12) -CN,
13) $-SiR^cR^dR^e$,
14) $-C(O)NR^dR^e$,
15) $-NR^dC(O)R^e$,
16) $-OC(O)NR^dR^e$,
17) $-NR^dC(O)OR^e$,
18) $-NR^dC(O)NR^dR^e$,
19) $-CR^d(N-OR^e)$,
20) CF_3, and
21) $-OCF_3$;

R^b is selected from:

1) R^a,
2) C_{1-10} alkyl,
3) C_{2-10} alkenyl,
4) C_{2-10} alkynyl,
5) C_{3-10}cycloalkyl,

6) heterocyclyl,
7) aryl, and
8) heteroaryl,

where alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

R^c is selected from:

1) halogen,
2) amino,
3) carboxy,
4) cyano,
5) C_{1-4}alkyl,
6) C_{1-4}alkoxy,
7) aryl,
8) aryl C_{1-4}alkyl,
9) heteroaryl,
10) hydroxy,
11) CF_3, and
12) aryloxy;

R^d and R^e are independently selected from R^a, C_{1-10}alkyl, C_{2-10}alkenyl, C_{2-10}alkynyl and Cy, where alkyl, alkenyl, alkynyl and Cy are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5 , 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;
Cy is independently selected from cycloalkyl, heterocyclyl, aryl, or heteroaryl; and
m is 1 or 2;
or a pharmaceutically acceptable salt thereof.

21. (New) The compound of Claim 20 wherein:

R_1 is selected from:

1) hydrogen,
2) C_{1-6}alkyl,
3) C_{2-6}alkenyl,
4) C_{2-6}alkylyl,
5) C_{3-6}cycloalkyl,
6) heterocyclyl,
7) aryl,
8) heteroaryl,
9) $-NR^dR^e$,
10) $-OR^d$,
11) $-CO_2R^d$,
10) –CN,
12) halogen;

where alkyl, alkenyl, alkylyl, cycloalkyl and heterocyclyl are optionally substituted with one to four substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R_2 is selected from:

1) hydrogen,
2) C_{1-6}alkyl,
3) C_{2-6}alkenyl,
4) C_{3-6}cycloalkyl,
5) aryl,
6) heteroaryl,
7) –CN,
8) $-OR^d$, and
9) halogen,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R_3 is selected from:

1) hydrogen,
2) C_{1-6}alkyl,

3) aryl,
4) –NR^dR^e,
5) –OR^d,
6) –SR^d,
7) halogen;

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a;

R^4 is selected from:

1) hydrogen,
2) aryl,
3) heteroaryl,
4) –NHR^d,
5) –OR^d,
6) –SR^d,
7) halogen;

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R^a is selected from:

1) hydrogen,
2) -OR^d,
3) halogen,
4) -NR^dR^e,
5) -CN,
6) CO_2R^d,
7) CF_3

R^b is selected from:

1) R^a,
2) C_{1-3} alkyl

where alkyl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c;

R^c is selected from:

1) hydrogen,
2) carboxy
3) C_{1-3}alkyl,

R^d and R^e are independently selected from R^a, C_{1-4}alkyl, cycloalkyl, aryl, or heteroaryl, where alkyl, cycloalkyl, aryl, or heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c,

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen.

22. (New) The compound of Claim 21 wherein:

R^a is selected from:

1) hydrogen,
2) -CN,
3) halogen;

R^b is selected from the definitions of R^a.

23. (New) The compound of Claim 21 wherein:

R_1 is selected from:

1) hydrogen,
2) methyl, ethyl
3) –C(O)-O-CH_3,
4) pyridinyl,
5) –CN,
6) imidazolyl,
7) chloro, bromo,
8) –CH≡CH, and
9) hydroxyl,

wherein alkyl and heterocyclyl are optionally substituted with 1 or 2 substituents selected from R^a, and where heteroaryl are optionally substituted with 1 or 2 substituents independently selected from R^b.

24. (New) The compound of Claim 21 wherein:

R_2 is selected from:

1) hydrogen,

2) phenyl, which is optionally mono or di-substituted with a substituent selected from halo, $-CH_3$ and cyano,
3) CH_3, ethyl, butyl,
4) bromo, chloro,
5) –CN,
6) $-OCH_3$,
7) pyridinyl, thienyl, and
8) $-CF_3$,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3substituents independently selected from R^b.

25. (New) The compound of Claim 21 wherein:

R_3 is selected from:

1) hydrogen,
2) $-N(CH_3)CH_3$,
3) CH_3,
4) piperidinyl,
5) $-S-CH_3$,
6) $-NCH_2CH_3$,
7) $-OCH_3$,
8) $-N-CH_2$-furanyl,
9) $-N-CH(CH_3)_2$,
10) CF_3,
11) phenyl,
12) chloro, and
13) $-NH_2$,

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a.

26. (New) The compound of Claim 21 wherein:

R4 is selected from:

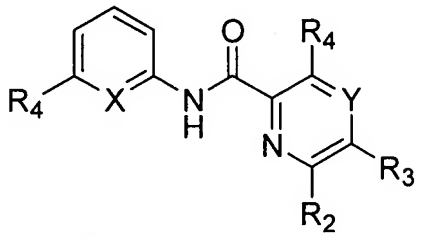
1) hydrogen,
2) $-NH_2$,
3) hydroxyl,
4) –NH-pyridyl,
5) $-S-CH_3$,

6) $-N(CH_3)_2$,

7) $-N\text{-}C(O)\text{-}O\text{-}CH_2C{=}CH_2$.

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b.

27. (New) The compound of Claim 20 of the Formula (Ia):



(Ia)

wherein:

R_1 is selected from:

1) hydrogen,
2) methyl, ethyl
3) $-C(O)\text{-}O\text{-}CH_3$,
4) pyridinyl,
5) –CN,
6) imidazolyl,
7) chloro, bromo,
8) $-CH{\equiv}CH\text{-}Si(CH_3)_3$,
9) $-CH{\equiv}CH$, and
10) hydroxyl;

R_2 is selected from:

1) hydrogen,
2) phenyl, optionally mono or di-substituted with a substituent selected from halo, $-CH_3$ and cyano,
3) CH_3, ethyl, butyl,
4) bromo, chloro,
5) –CN,
6) $-OCH_3$,
7) pyridinyl, thienyl, and

8) $-CF_3$;

R3 is selected from:

1) hydrogen,
2) $-N(CH_3)CH_3$,
3) CH_3,
4) piperidinyl,
5) $-S-CH_3$,
6) $-NCH_2CH_3$,
7) $-OCH_3$,
8) $-N-CH_2$-furanyl,
9) $-N-CH(CH_3)_2$,
10) CF_3,
11) phenyl,
12) chloro, and
13) $-NH_2$;

R4 is selected from:

1) hydrogen,
2) $-NH_2$,
3) hydroxyl,
4) –NH-pyridyl,
5) $-S-CH_3$,
6) $-N(CH_3)_2$,
7) $-N-C(O)-O-CH_2C=CH_2$;

or a pharmaceutically acceptable salt thereof.

28. (New) The compound of Claim 27 wherein R3 is hydrogen or methyl.

29. (New) The compound of Claim 27 wherein R4 is hydroxyl, $-NH_2$ or –NH-aryl.

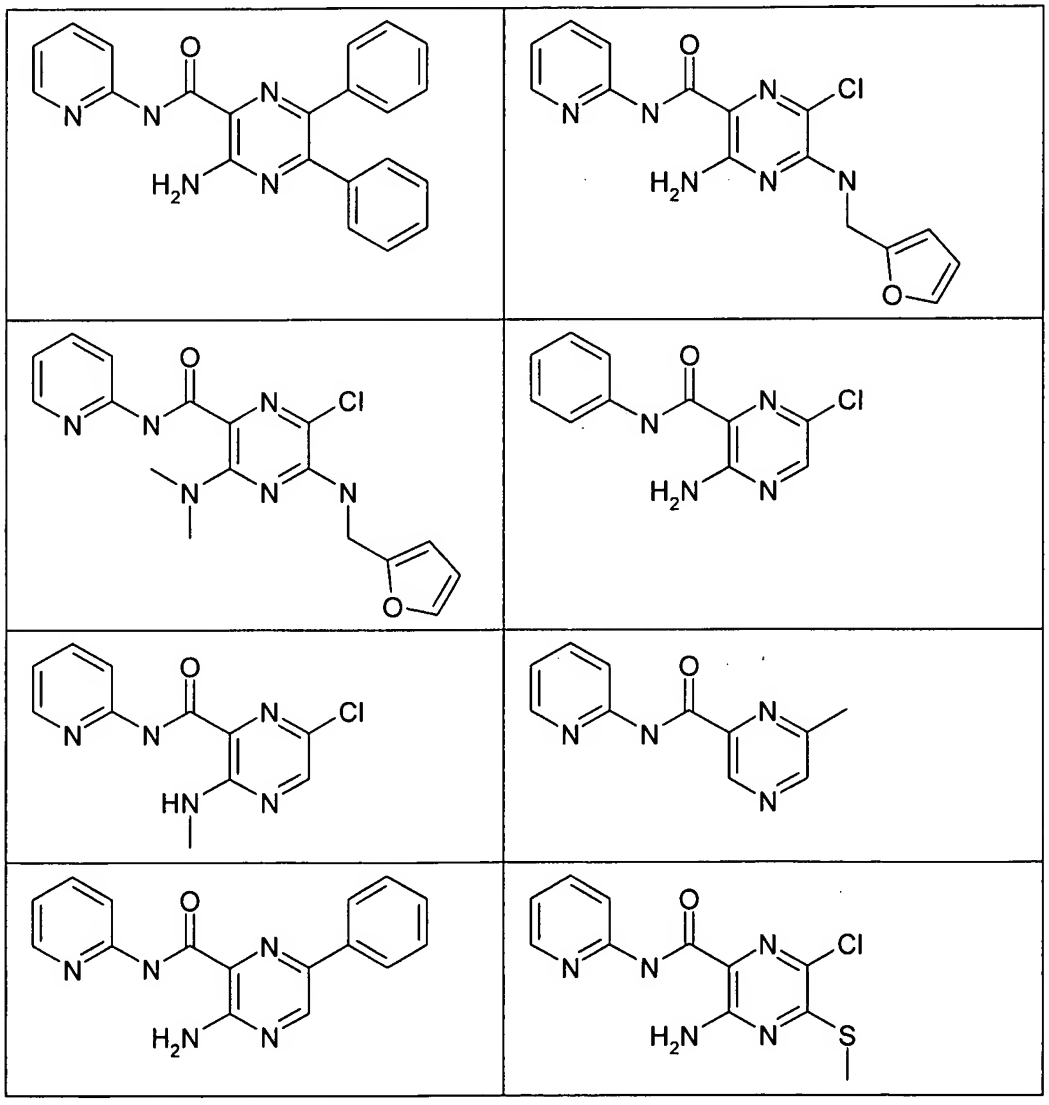
30. (New) The compound of Claim 27 wherein R2 is halo or methyl.

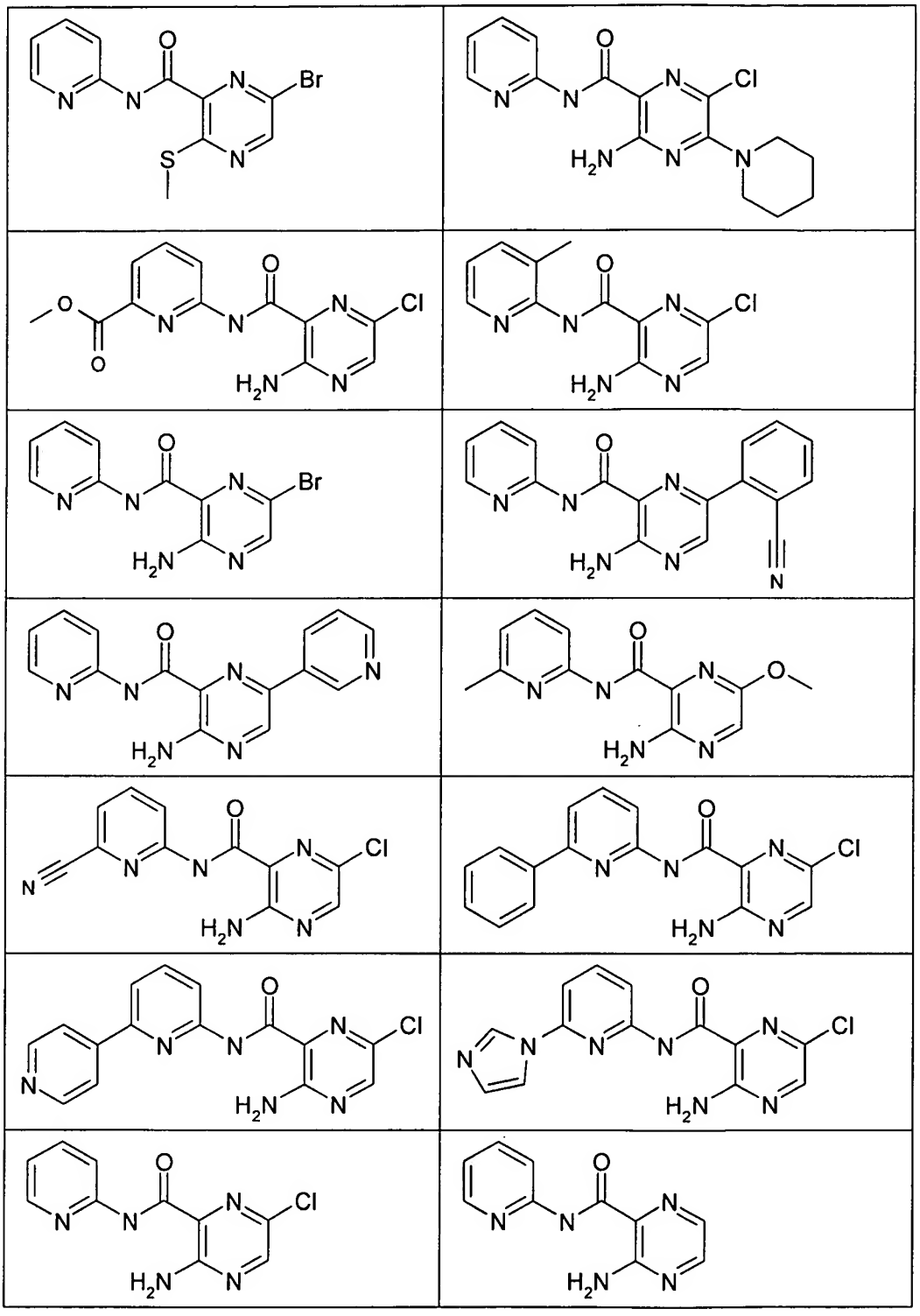
31. (New) The compound of Claim 27 wherein

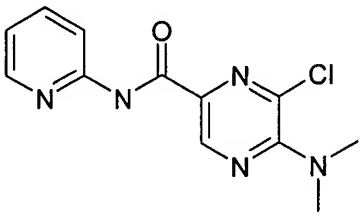
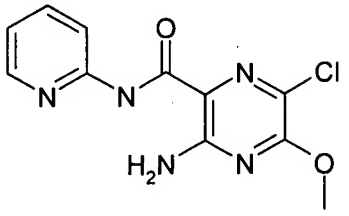
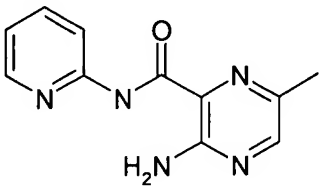
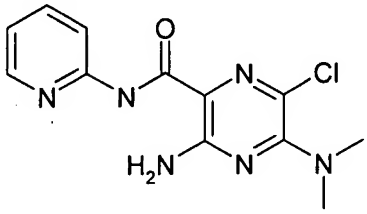
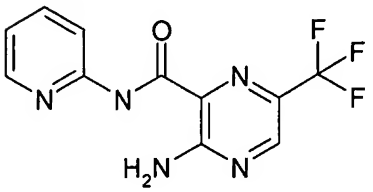
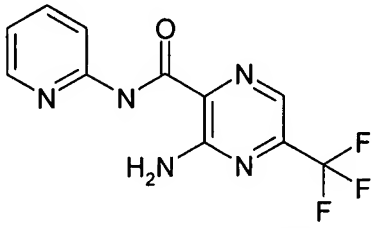
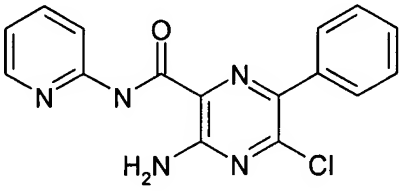
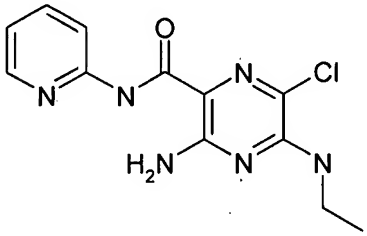
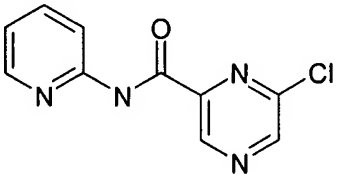
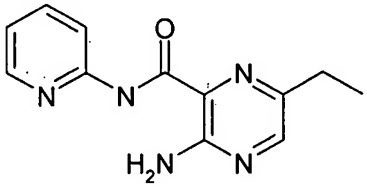
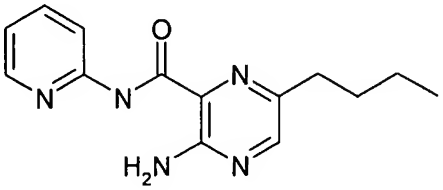
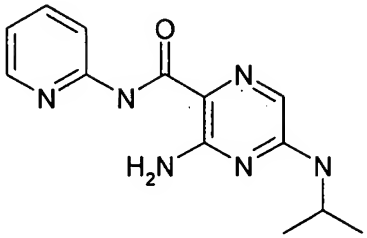
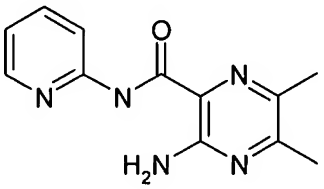
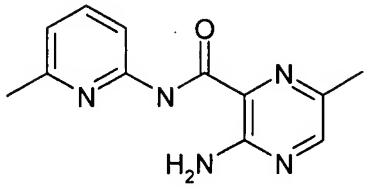
R_1 is hydrogen or methyl.

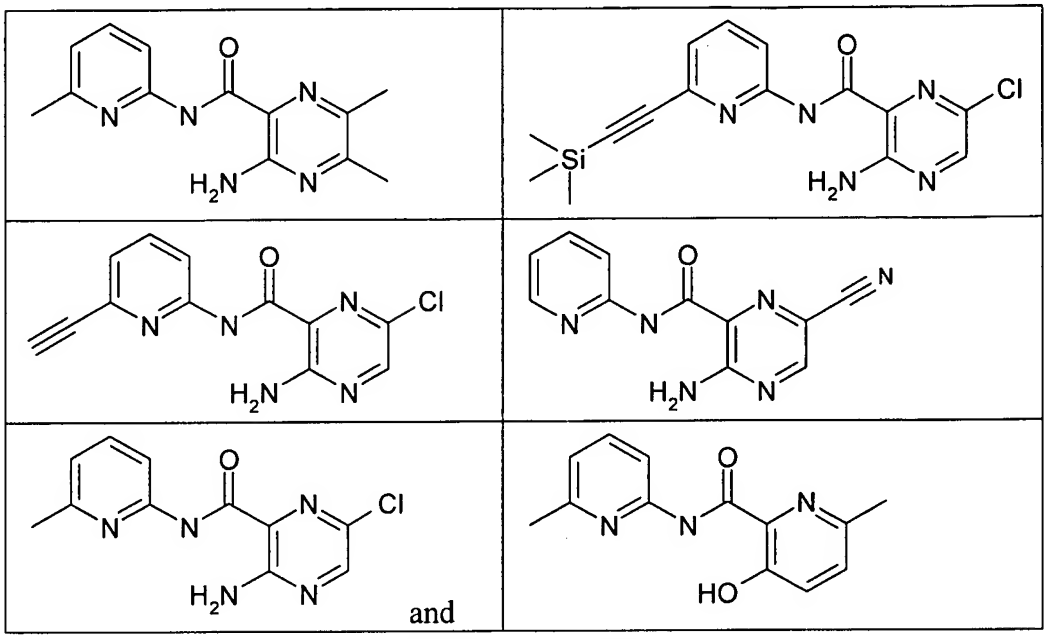
32. (New) The compound of Claim 27 wherein
R_1 is hydrogen or methyl;
R_2 is halo or methyl;
R_3 is hydrogen or methyl; and
R_4 is hydroxyl, $-NH_2$ or –NH-aryl.

33. (New) A compound which is selected from the group consisting of:







and

or a pharmaceutically acceptable salt thereof.

34. (new) A pharmaceutical composition comprising the compound of Claim 20, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.